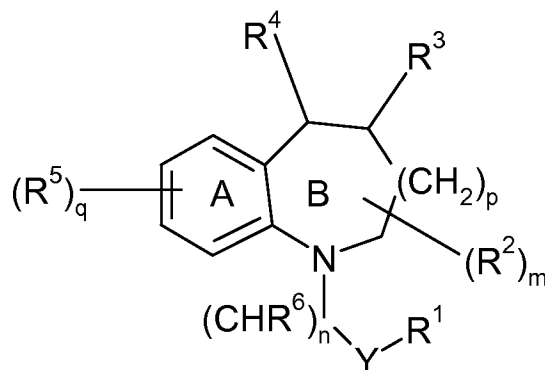


Amendments to the Claims

1. (currently amended) A compound of formula I



wherein

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

p is 1 or 2;

q is 0, 1, 2, or 3;

Y is a bond, C=O, or S(O)_t; wherein t is 0, 1, or 2;

R¹ is selected from a group consisting of hydroxy, C₁-C₆ alkyl, aryl, C₂-C₆ alkenyl, C₁-C₆ haloalkyl, C₁-C₆ alkylheterocyclic, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl; C₁-C₆ alkylaryl, heterocyclyl, C₂-C₆ alkylalcohol, C₁-C₆ alkoxy, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₁-C₆ alkylheterocyclic, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylcycloalkyl, -NR⁷R⁸ and -OC₁-C₆ alkylaryl, -O-heterocyclic, and -OC₁-C₆ alkylheterocyclic; provided that R¹ is not hydroxy when Y is S(O)_t, CO or when n and y are both zero; and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3- groups independently selected from oxo, hydroxy, halo, C₁-C₆ alkyl, C₂-C₆ alkene, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ alkylalcohol, CONR¹¹R¹², NR¹¹SO₂R¹², NR¹¹COR¹², C₀-C₃ alkylNR¹¹R¹², C₁-C₃ alkylCOR¹¹, C₀-C₆ alkylCOOR¹¹, cyano, C₁-C₆ alkylcycloalkyl, phenyl, -OC₁-C₆ alkylcycloalkyl, -OC₁-C₆ alkylaryl, -OC₁-C₆ alkylheterocyclic, and C₁-C₆ alkylaryl;

R² is bound only to carbon atoms and is a group independently selected from hydrogen, hydroxy, halo, C₁-C₆ alkyl, C₂-C₆ alkene, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, CONR¹¹R¹², NR¹¹SO₂R¹², NR¹¹COR¹², C₀-C₆ alkylNR¹¹R¹², C₀-C₆ alkylCOR¹¹, C₀-C₆ alkylCOOR¹¹, cyano, nitro, C₀-C₆ alkylcycloalkyl, phenyl, and C₀-C₆ alkylaryl heterocyclyl, C₃-C₈ cycloalkyl, and C₁-C₆ haloalkyl;

R³ is hydrogen;

R⁴ is a group represented by the formula -NR⁹R¹⁰;

each R^5 is selected from a group consisting of hydrogen, hydroxy, halogen, C_1 - C_6 haloalkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 alkylaryl, C_1 - C_6 alkylheterocyclic, aryl, heterocyclic, cyano, nitro, C_1 - C_6 alkyl, C_2 - C_6 alkenyl C_1 - C_6 alkoxy, aryloxy, $-OC_2$ - C_6 alkenyl, $-OC_1$ - C_6 haloalkyl, $-C_0$ - C_6 alkyl NR^7R^8 , C_0 - C_6 alkyl COR^7 , C_0 - C_6 alkyl CO_2R^7 , C_0 - C_6 alkyl $CONR^7R^8$, $CONR^7SO_2R^8$, $NR^7SO_2R^8$, NR^7COR^8 , $N=CR^7R^8$, $OCONR^7R^8$, $S(O)_tR^7$, $SO_2NR^7R^8$, C_1 - C_6 alkylalcohol, $-OC_1$ - C_6 alkylheterocyclic, and $-OC_1$ - C_6 alkylaryl wherein each of the alkyl, cycloalkyl, aryl and heterocyclic groups is optionally substituted by oxo, alkyl, aryloxy; and wherein any two R^5 groups may combine to form an optionally substituted 5-7 member carbocyclic or heterocyclic, saturated or unsaturated ring fused with the A- ring to which they are attached;

R^6 is independently selected from a group consisting of hydrogen, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, hydroxy, COR^7 , C_1 - C_6 alkoxy, aryloxy, $-OC_2$ - C_6 alkenyl, $-OC_1$ - C_6 haloalkyl, C_1 - C_6 alkyl $NR^{11}R^{12}$, C_3 - C_8 cycloalkyl, heterocyclic, aryl, and C_1 - C_6 alkylcycloalkyl;

each R^7 is independently selected from a group consisting of hydrogen, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, $-O$ C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, $-O$ -aryl, $-OC_3$ - C_8 cycloalkyl, $-O$ -heterocyclic, $-NR^{11}R^{12}$, $-C_1$ - C_6 alkylcycloalkyl, $-OC_1$ - C_6 alkylcycloalkyl, $-OC_1$ - C_6 alkylheterocyclic, C_1 - C_6 alkylheterocyclic, $-O$ C_1 - C_6 alkylaryl, C_3 - C_8 cycloalkyl, heterocyclic, aryl, and C_1 - C_6 alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, oxo, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, SO_2R^{11} , $SO_2NR^{11}R^{12}$, C_1 - C_6 alkyl $SO_2NR^{11}R^{12}$, $COOR^{11}$, C_1 - C_6 haloalkyl, and $NR^{11}R^{12}$, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C_1 - C_6 alkyl;

each R^8 is independently selected from a group consisting of hydrogen, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, $-O$ C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, $-O$ -aryl, $-OC_3$ - C_8 cycloalkyl, $-O$ -heterocyclic, $-NR^{11}R^{12}$, $-C_1$ - C_6 alkylcycloalkyl, $-OC_1$ - C_6 alkylcycloalkyl, $-OC_1$ - C_6 alkylheterocyclic, C_1 - C_6 alkylheterocyclic, $-O$ C_1 - C_6 alkylaryl, C_3 - C_8 cycloalkyl, heterocyclic, aryl, and C_1 - C_6 alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_1 - C_6 haloalkyl, and $NR^{11}R^{12}$, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C_1 - C_6 alkyl;

R^9 is COR^7 or $S(O)_tR^7$ wherein R^7 is as defined above;

R^{10} is selected from the group consisting of aryl, C_1 - C_6 alkylaryl, C_2 - C_6 alkenylaryl, C_2 - C_6 alkynylaryl, C_1 - C_6 alkylheterocyclic, C_2 - C_6 alkenylheterocyclic, C_1 - C_6 alkylcycloalkyl, C_1 - C_6 alkyl-O- C_1 - C_6 alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, - SC_1 - C_6 alkyl, C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl, C_1 - C_6 haloalkyl, halogen, C_1 - C_6 alkoxy, aryloxy, C_1 - C_6 alkenyloxy, C_1 - C_6 haloalkoxyalkyl, C_0 - C_6 alkylNR¹¹R¹², -OC₁- C_6 alkylaryl, nitro, cyano, C_1 - C_6 haloalkylalcohol, and C_1 - C_6 alkylalcohol;

R^{11} and R^{12} are independently selected from a group consisting of hydrogen, C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_3 - C_8 cycloalkyl, heterocyclic, aryl, C_1 - C_6 alkylaryl, wherein each aryl cycloalkyl and heterocyclic group is optionally substituted with 1-3 groups independently selected from halogen, C_1 - C_6 alkylheterocyclic, and C_1 - C_6 haloalkyl, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, C_1 - C_6 alkyl, COR⁷, and SO₂R⁷;

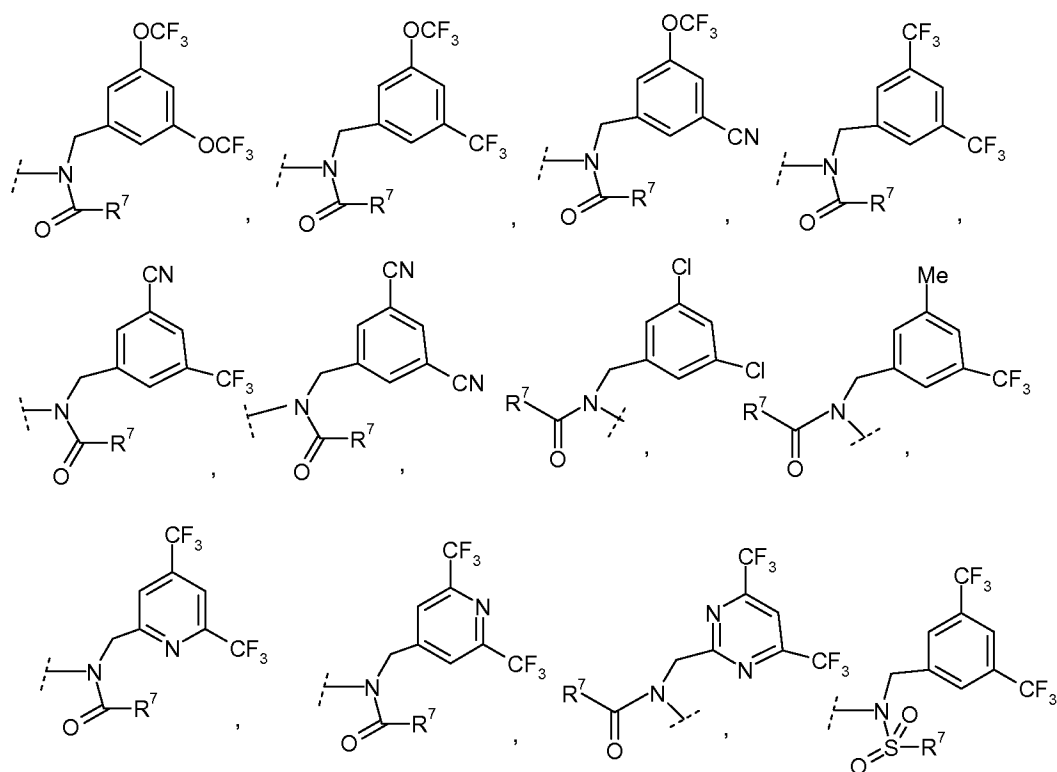
or a pharmaceutically acceptable salt, ~~solvate~~, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.

2. (previously presented) The compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1 - C_6 alkoxy, C_1 - C_6 alkylcycloalkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 alkylheterocyclic, aryloxy, -OC₂- C_6 alkenyl, -OC₁- C_6 haloalkyl, -OC₃- C_8 cycloalkyl, -OC₁- C_6 alkylaryl, OC₃- C_8 heterocyclic, and -OC₁- C_6 alkylheterocyclic.

3. (original) A compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1 - C_6 alkoxy, C_1 - C_6 alkylcycloalkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 alkylheterocyclic, aryloxy, -OC₂- C_6 alkenyl, -OC₁- C_6 haloalkyl, -OC₃- C_8 cycloalkyl, -OC₁- C_6 alkylaryl, OC₃- C_8 heterocyclic, and -OC₁- C_6 alkylheterocyclic; R^4 is the group NR⁹R¹⁰ and R^9 is selected from an optionally substituted heterocyclic, or alkylheterocyclic.

4. (previously presented) The compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1 - C_6 alkoxy, C_1 - C_6 alkylcycloalkyl, C_1 - C_6 alkylheterocyclic, C_3 - C_8 cycloalkyl, C_1 - C_6 alkylaryl, aryloxy, -OC₂- C_6 alkenyl, -OC₁- C_6 haloalkyl, -OC₃- C_8 cycloalkyl, OC₁- C_6 heterocyclic, -OC₁- C_6 alkylaryl, and -OC₁- C_6 alkylheterocyclic; R^4 is the group NR⁹R¹⁰ and wherein R^9 is COR⁷.

5. (previously presented) The compound according to Claim 1 wherein n is zero; y is a bond; and R¹ is alkylaryl, alkylheterocyclic, alkylcycloalkyl wherein the alkyl, aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from hydroxy, oxo, -COOH, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylaryl, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, and -OC₁-C₆ alkylaryl.
6. (previously presented) The compound according to Claim 1 wherein p is 1.
7. (previously presented) The compound according to claim 1 wherein p is 2.
8. (previously presented) The compound of claim 1, wherein p is 1 or 2; n is 0 or 1; m is 0, and q is 1-3.
9. (previously presented) The compound according to Claim 1 wherein n and m are independently 0 or 1; and q is 2 or 3.
10. (previously presented) The compound according to Claim 1 wherein q is 2 and the R⁵ groups combine to form a five or six member optionally substituted fused ring with the A-ring wherein said fused ring may have 1, 2, or 3 heteroatom linkers independently selected from oxygen, or N or NH.
11. (original) The compound according to Claim 1 wherein R⁴ is selected from the group consisting of:



12. (currently amended) A compound according to claim 1 selected from the group consisting of:

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-4,4-dimethyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, and
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
or a pharmaceutically acceptable salt, ~~solvate~~, enantiomer, diastereomer or mixture thereof.

13. (cancelled)

14. (currently amended) A method of treating ~~or preventing~~ dyslipidemia comprising administering a compound of formula I or a pharmaceutically acceptable salt, ~~solvate~~, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

15. (currently amended) A method of treating Cardiovascular Diseases comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of formula I or a pharmaceutically acceptable salt, ~~solvate~~, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

16. (currently amended) A method according to claim 15 of treating ~~or preventing~~ atherosclerosis comprising administering a compound of formula I, a pharmaceutically acceptable salt, ~~solvate~~, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.

17. (Canceled)

18. (currently amended) A method of according to claim 14 comprising lowering plasma LDL-cholesterol in a mammal ~~comprising administering a therapeutically effective dose of a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.~~

19. (canceled)

20. (currently amended) A method of treating ~~and/or preventing~~ a pathological sequelae due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective amount of a compound of formula I or a pharmaceutically acceptable salt, ~~solvate~~, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

21. (canceled)

22. (currently amended) A pharmaceutical formulation comprising a compound according to Claim 1 and at least one of: a carrier, a diluent and ~~a~~ an excipient.

23-25 (Canceled)

26. (new) A method according to claim 14 comprising raising plasma HDL-cholesterol in a mammal.